

# QUARTERLY REPORT

TRADING NAME OF LICENSEE: Bally's Park Place, Inc. (Bally's Atlantic City)

For The Quarter Ended September 30, 2005

TO THE  
CASINO CONTROL COMMISSION  
OF THE  
STATE OF NEW JERSEY

**BALANCE SHEETS**

AS OF SEPTEMBER 30, 2005 AND 2004

(UNAUDITED)

(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2005 (c)	2004 (d)
	<b>ASSETS</b>		
	Current Assets:		
1	Cash and cash equivalents. ....	\$ 30,266	\$ 28,904
2	Short-term investments. ....	-	-
3	Receivables and patrons' checks (net of allowance for doubtful accounts - 2005, \$7,985 ; 2004, \$ 4,332 ). .... NOTE 2. ....	265,223	92,052
4	Inventories. ....	2,203	2,578
5	Prepaid expenses and other current assets. ....	5,791	6,717
6	Total current assets. ....	303,483	130,251
7	Investments, Advances, and Receivables. .... NOTES 1 and 3. ....	42,324	137,662
8	Property and Equipment - Gross. .... NOTES 1 and 4. ....	1,244,521	1,276,427
9	Less: Accumulated Depreciation/Amortization. .... NOTES 1 and 4. ....	(650,840)	(626,080)
10	Property and Equipment - Net. ....	593,681	650,347
11	Other Assets. .... NOTE 5. ....	17,584	17,799
12	Total Assets. ....	\$ 957,072	\$ 936,059
	<b>LIABILITIES AND EQUITY</b>		
	Current Liabilities:		
13	Accounts payable. ....	\$ 3,931	\$ 3,554
14	Notes payable. ....	-	-
	Current portion of long-term debt. ....		
15	Due to affiliates. ....	-	-
16	Other. ....	61	61
17	Income taxes payable and accrued. ....	-	-
18	Other accrued expenses. .... NOTE 6. ....	30,843	40,437
19	Other current liabilities. .... NOTE 7. ....	15,170	11,285
20	Total current liabilities. ....	50,005	55,337
	Long-Term Debt:		
21	Due to affiliates. .... NOTE 8. ....	584,000	584,000
22	Other. .... NOTE 8. ....	1,161	1,348
23	Deferred Credits. ....	-	-
24	Other Liabilities. .... NOTE 9. ....	1,951	1,593
25	Commitments And Contingencies. .... NOTE 1. ....	-	-
26	Total Liabilities. ....	637,117	642,278
27	Stockholders', Partners', Or Proprietor's Equity. ....	319,955	293,781
28	Total Liabilities And Equity. ....	\$ 957,072	\$ 936,059

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

# STATEMENTS OF INCOME

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2005 AND 2004

(UNAUDITED)  
(\$ IN THOUSANDS)

LINE (a)	DESCRIPTION (b)	2005 (c)	2004 (d)
	<b>REVENUE:</b>		
<u>1</u>	Casino .....	\$ 482,426	\$ 500,156
<u>2</u>	Rooms .....	39,721	40,123
<u>3</u>	Food and Beverage .....	67,049	69,263
<u>4</u>	Other .....	17,549	16,433
<u>5</u>	Total Revenue .....	606,745	625,975
<u>6</u>	Less: Promotional allowances .....	124,913	127,591
<u>7</u>	Net Revenue .....	481,832	498,384
	<b>COSTS AND EXPENSES:</b>		
<u>8</u>	Costs of Goods and Services .....	288,768	296,550
<u>9</u>	Selling, General, and Administrative .....	60,851	55,644
<u>10</u>	Provision for Doubtful Accounts .....	742	755
<u>11</u>	Total costs and expenses .....	350,361	352,949
<u>12</u>	Gross Operating Profit .....	131,471	145,435
<u>13</u>	Depreciation and amortization ..... NOTE 1...	34,276	34,103
	Charges from affiliates other than interest:		
<u>14</u>	Management fees ..... NOTE 10...	15,979	16,623
<u>15</u>	Other .....	---	---
<u>16</u>	Income (Loss) from Operations .....	81,216	94,709
	Other Income (Expenses):		
<u>17</u>	Interest (expense) - affiliates ..... NOTE 8...	(37,035)	(37,217)
<u>18</u>	Interest (expense) - external .....	(588)	(233)
<u>19</u>	Investment alternative tax and related income (expense) - net .....	(3,938)	3,175
<u>20</u>	Non-operating income (expense) - net ..... NOTE 11...	11,847	7,707
<u>21</u>	Total other income (expenses) .....	(29,714)	(26,568)
<u>22</u>	Income (Loss) Before Income Taxes and Extraordinary Items .....	51,502	68,141
<u>23</u>	Provision (credit) for income taxes ..... NOTE 1...	18,307	27,611
<u>24</u>	Income (Loss) Before Extraordinary Items .....	33,195	40,530
<u>25</u>	Extraordinary items (net of income taxes) .....	---	---
<u>26</u>	Net Income (Loss) .....	\$ 33,195	\$ 40,530

The accompanying notes are an integral part of the financial statements.  
Valid comparisons cannot be made without using information contained in the notes.

# STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2005 AND 2004

(UNAUDITED)  
(\$ IN THOUSANDS)

LINE	DESCRIPTION	2005	2004
(a)	(b)	(c)	(d)
	<b>REVENUE:</b>		
<u>1</u>	Casino .....	\$ 177,713	\$ 178,462
<u>2</u>	Rooms .....	15,447	15,980
<u>3</u>	Food and Beverage .....	24,373	24,706
<u>4</u>	Other .....	6,699	6,078
<u>5</u>	Total Revenue .....	224,232	225,226
<u>6</u>	Less: Promotional allowances .....	48,011	44,451
<u>7</u>	Net Revenue .....	176,221	180,775
	<b>COSTS AND EXPENSES:</b>		
<u>8</u>	Costs of Goods and Services .....	100,443	99,731
<u>9</u>	Selling, General, and Administrative .....	20,287	19,609
<u>10</u>	Provision for Doubtful Accounts .....	167	301
<u>11</u>	Total costs and expenses .....	120,897	119,641
<u>12</u>	Gross Operating Profit .....	55,324	61,134
<u>13</u>	Depreciation and amortization ..... NOTE 1....	11,526	11,434
	Charges from affiliates other than interest:		
<u>14</u>	Management fees ..... NOTE 10....	5,882	5,962
<u>15</u>	Other .....	---	---
<u>16</u>	Income (Loss) from Operations .....	37,916	43,738
	Other Income (Expenses):		
<u>17</u>	Interest (expense) - affiliates ..... NOTE 8....	(12,410)	(12,399)
<u>18</u>	Interest (expense) - external .....	(196)	(114)
<u>19</u>	Investment alternative tax and related income (expense) - net .....	(1,033)	1,495
<u>20</u>	Non-operating income (expense) - net ..... NOTE 11....	174	5,538
<u>21</u>	Total other income (expenses) .....	(13,465)	(5,480)
<u>22</u>	Income (Loss) Before Income Taxes and Extraordinary Items .....	24,451	38,258
<u>23</u>	Provision (credit) for income taxes ..... NOTE 1....	10,179	14,382
<u>24</u>	Income (Loss) Before Extraordinary Items .....	14,272	23,876
<u>25</u>	Extraordinary items (net of income taxes) .....	---	---
<u>26</u>	Net Income (Loss) .....	\$ 14,272	\$ 23,876

The accompanying notes are an integral part of the financial statements.  
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## STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2004 AND NINE MONTHS ENDED SEPTEMBER 30, 2005

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Common Stock		Preferred Stock		Additional Paid - In Capital (g)	----- ----- ----- (h)	Retained Earnings (Accumulated Deficit) (i)	Total Stockholder's Equity (Deficit) (j)
		Shares (c)	Amount (d)	Shares (e)	Amount (f)				
1	Balance, December 31, 2003	100	\$ 1			\$ 128,260		\$ 154,990	\$ 283,251
2	Net Income - 2004							33,509	33,509
3	Contribution to Paid - In Capital								
4	Dividends							(30,000)	(30,000)
5	Prior Period Adjustments								
6	Distribution to PPE								
7									
8									
9									
10	Balance, December 31, 2004	100	\$ 1			128,260		158,499	286,760
11	Net Income (Loss) - 2005							33,195	33,195
12	Contribution to Paid - In Capital								
13	Dividends								
14	Prior Period Adjustments								
15									
16									
17									
18									
19	Balance, September 30, 2005	100	\$ 1			\$ 128,260		\$ 191,694	\$ 319,955

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

STATEMENTS OF CASH FLOWS

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FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2005 AND 2004

(UNAUDITED)  
(\$ IN THOUSANDS)

LINE (a)	Description (b)	2005 (c)	2004 (d)
1	Net Cash Provided (Used) By Operating Activities .....	\$ 46,108	\$ 45,718
	Cash Flows From Investing Activities:		
2	Purchase of short-term investment securities .....	---	---
3	Proceeds from the sale of short-term investment securities .....	---	---
4	Purchase outflows for property and equipment .....	(19,016)	(22,301)
5	Proceeds from disposition of property and equipment .....	303	925
6	Purchase of casino reinvestment obligations .....	(6,097)	(6,296)
7	Purchase of other investments and loans/advances made .....	(284)	(4,052)
8	Proceeds from disposal of investments and collection of advances and long-term receivables .....	89,142	19,096
9	Cash outflows to acquire business entities .....	---	755
10	.....	---	---
11	Net book values of disposals .....	---	---
12	Net Cash Provided (Used) By Investing Activities .....	64,048	(11,873)
	Cash Flows From Financing Activities:		
13	Cash proceeds from issuance of short-term debt .....	---	---
14	Payments to settle short-term debt .....	---	---
15	Cash proceeds from issuance of long-term debt .....	---	500
16	Costs of issuing debt .....	---	---
17	Payments to settle long-term debt .....	(134)	(144)
18	Cash proceeds from issuing stock or capital contributions .....	---	---
19	Purchases of treasury stock .....	---	---
20	Payments of dividends or capital withdrawals .....	---	(30,000)
21	Change in payable to/receivable from affiliate .....	(116,826)	(25,635)
22	.....	---	---
23	Net Cash Provided (Used) By Financing Activities .....	(116,960)	(55,279)
24	Net Increase (Decrease) In Cash And Cash Equivalents .....	(6,804)	(21,434)
25	Cash And Cash Equivalents At Beginning Of Period .....	37,070	50,338
26	Cash And Cash Equivalents At End Of Period .....	\$ 30,266	\$ 28,904

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

	Cash Paid During Period For:		
27	Interest (net of amount capitalized) .....	\$ 37,623	\$ 37,450
28	Income taxes .....	\$ 18,307	\$ 27,611

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

STATEMENTS OF CASH FLOWS

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FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2005 AND 2004

(UNAUDITED)  
(\$ IN THOUSANDS)

LINE (a)	Description (b)	2005 (c)	2004 (d)
	<b>Net Cash Flows From Operating Activities:</b>		
29	Net income (loss) .....	\$ 33,195	\$ 40,530
	Noncash items included in income and cash items excluded from income:		
30	Depreciation and amortization of property and equipment .....	34,276	34,103
31	Amortization of other assets .....	---	---
32	Amortization of Debt Discount or Premium .....	---	---
33	Deferred Income taxes - current .....	---	---
34	Deferred income taxes - noncurrent .....	---	---
35	(Gain) loss on disposition of property and equipment .....	(371)	(693)
36	(Gain) loss on casino reinvestment obligations .....	3,939	(3,175)
37	(Gain) loss from other investment activities .....	(10,417)	(5,736)
38	Net (increase) decrease in receivables and patrons' checks .....	(8,639)	(7,121)
39	Net (increase) decrease in inventories .....	68	669
40	Net (increase) decrease in other current assets .....	1,134	(2,093)
41	Net (increase) decrease in other assets .....	112	4
42	Net increase (decrease) in accounts payables .....	(1,898)	(1,591)
43	Net increase (decrease) in other current liabilities excluding debt .....	(5,663)	(8,909)
44	Net increase in other noncurrent liabilities excluding debt .....	372	(270)
45	Loss on extinguishment of debt, net of income tax benefit .....	---	---
46	Amortization of CRDA assets .....	---	---
47	Net Cash Provided (Used) By Operating Activities .....	\$ 46,108	\$ 45,718

SUPPLEMENTAL SCHEDULE OF INVESTING AND FINANCING ACTIVITIES

	<b>Acquisition Of Property And Equipment:</b>		
48	Additions to property and equipment .....	\$ 19,016	\$ 22,301
49	Less: Capital lease obligations incurred .....	---	---
50	Cash Outflows For Property And Equipment .....	\$ 19,016	\$ 22,301
	<b>Acquisition Of Business Entities:</b>		
51	Property and equipment acquired .....	\$ ---	\$ (755)
52	Goodwill acquired .....	---	---
53	Net assets acquired other than cash, goodwill, and property and equipment .....	---	---
54	Long-term debt assumed .....	---	---
55	Issuance of stock or capital invested .....	---	---
56	Cash Outflows To Acquire Business Entities .....	\$ ---	\$ (755)
	<b>Stock Issued Or Capital Contributions:</b>		
57	Total issuances of stock or capital contributions .....	\$ ---	\$ ---
58	Less: Issuances to settle long-term debt .....	---	---
59	Consideration in acquisition of business entities .....	---	---
60	Cash Proceeds From Issuing Stock Or Capital Contributions .....	\$ ---	\$ ---

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

# SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES

(\$ IN THOUSANDS)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2005

Line (a)	(b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	408,442	\$ 22,893		\$
2	Food	2,295,608	30,578		
3	Beverage	6,756,065	13,512		
4	Travel			44,797	2,905
5	Bus Program Cash	786,951	13,736		
6	Other Cash Complimentaries	2,007,330	36,644		
7	Entertainment	95,515	478	9,149	1,144
8	Retail & Non-Cash Gifts	124,651	6,255	211,595	8,514
9	Parking	586,894	587	339,596	1,019
10	Other *	7,698	230	298,487	2,653
11	Total	13,069,154	\$ 124,913	903,624	\$ 16,235

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2005

Line (a)	(b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	112,809	\$ 8,990		\$
2	Food	856,059	11,300		
3	Beverage	2,355,754	4,711		
4	Travel			15,123	981
5	Bus Program Cash	283,750	5,341		
6	Other Cash Complimentaries	760,766	14,672		
7	Entertainment	30,470	153	2,477	310
8	Retail & Non-Cash Gifts	46,453	2,256	80,022	3,003
9	Parking	494,715	495	247,417	742
10	Other *	3,140	93	102,945	933
11	Total	4,943,916	\$ 48,011	447,984	\$ 5,969

\* No item in this category exceeds 5%.



**BALLY'S PARK PLACE, INC. (Bally's Atlantic City)**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Organization and basis of presentation**

The accompanying financial statements include the accounts of Bally's Park Place, Inc., a New Jersey corporation (the "Company"), an indirect, wholly owned subsidiary of Harrah's Entertainment, Inc. ("Harrah's"). The Company owns and operates the casino hotel resort in Atlantic City, New Jersey known as "Bally's Atlantic City." The Company operates in one industry segment and all significant revenues arise from its casino and supporting hotel operations.

On July 14, 2004, Caesars Entertainment, Inc. ("CEI"), Harrah's and Harrah's Operating Company, Inc., a wholly-owned subsidiary of Harrah's, entered into an Agreement and Plan of Merger (the "Merger Agreement"), providing for the merger of CEI with and into Harrah's Operating Company, Inc., which would be the surviving corporation. On March 11, 2005 the stockholders of CEI and Harrah's approved the Merger Agreement. On June 13, 2005 all regulatory approvals were received and the merger between CEI, Harrah's and Harrah's Operating Company, Inc. was complete.

All adjustments to the financial statements have been recorded and are, in the opinion of management, necessary for a fair presentation of the balance sheets of the Company at September 30, 2005 and 2004, and its statements of income for the three months and nine months ended September 30, 2005 and 2004 and its statements of cash flows for the nine months ended September 30, 2005 and 2004. All such adjustments were of a normal recurring nature.

**Seasonal factors**

The Company's operations are subject to seasonal factors and, therefore, the results of operations of the nine months ended September 30, 2005 and 2004 are not necessarily indicative of the results of operations for the full year.

**Use of estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenue and expenses reported during the period. Actual results could differ from such estimates.

**Revenue recognition and promotional allowances**

Casino revenues represent the net revenue from gaming wins and losses. The revenues from hotel, food and beverage, and from theater ticket sales are recognized at the time the related services are performed. The Statement of Income reflects operating revenues including the retail value of complimentary services (also known as promotional allowances), which are deducted on a separate line to arrive at net revenues. Promotional allowances are provided to casino patrons without charge.

**BALLY'S PARK PLACE, INC. (Bally's Atlantic City)**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

**Inventories**

Inventories are stated at the lower of cost or market. Cost is determined using the weighted average cost method.

**Property and equipment**

Property and equipment are stated at cost. Depreciation is provided on the straight-line basis over the estimated economic lives of the related assets. Depreciation expense was \$11,526 and \$11,434 for the three months ended September 30, 2005 and 2004, respectively; and \$34,276 and \$34,103 for the nine months ended September 30, 2005 and 2004, respectively.

<u>Asset class</u>	<u>Life</u>
Buildings	40 years
Building improvements	3-10 years
Furniture, Fixtures and Equipment	3-10 years

**Connection Card Program**

The Connection Card Program allows players to earn credits that may be accumulated over time and redeemed at their discretion at any Caesars casino in the United States in accordance with the rules of the program. The Company records an estimated liability for the incremental cost of providing goods and services under the program at the time the credits are earned.

**Fair value of financial instruments**

The fair values of the Company's financial instruments including receivables, payables and debt approximate their recorded book values at September 30, 2005 and 2004.

**Investments in subsidiaries**

The Company has an investment in Atlantic City Country Club reflected in the accompanying financial statements using the equity method.

Bally's Park Place, Inc previously had an investment accounted for using the equity method in The Atlantic City Hilton (GNOC Corp.). On September 27, 2004, GNOC, Corp. and Bally's Olympia, LP ("BOLP") entered into a definitive agreement to sell most of the assets and certain related liabilities of the Atlantic City Hilton as well as the assets of the Company and certain other affiliates of CEI to Resorts International Holdings, LLC ("Colony") an affiliate of Colony Capital, LLC, a Los Angeles based international private investment firm, for approximately \$612,000,000 (see Notes 3 & 4). The transaction was completed on April 25, 2005. GNOC Corp. ceased to operate the Atlantic City Hilton as of that date. The investment in GNOC was eliminated from Bally's Park Place books through Harrah's Entertainment inter-company transactions utilizing the proceeds of the sale.

**BALLY'S PARK PLACE, INC. (Bally's Atlantic City)**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

**Allocations and transactions with related parties**

The Company transfers cash in excess of its operating needs to Harrah's on a daily basis. Harrah's provides the Company with cash advances for capital expenditures and working capital needs.

Certain executive, administrative and support operations of the Company and other Harrah's affiliates are consolidated, including limousine services, advertising, sales and marketing services, purchasing and certain other administrative departments. Costs of these operations are allocated to or from the Company either directly or using various formulas based on estimates of utilization of such services. Management believes the methods used to allocate these costs are reasonable.

Harrah's allocates certain expenses to the Company, such as information technology, internal audit and risk management. These expenses are allocated using various formulas based on estimates of utilization of such expenses. Management believes that the methods used to allocate these costs are reasonable.

**Accounting Pronouncements**

In November 2002, the FASB issued Interpretation No ("FIN") 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of the Indebtedness of Others." FIN No. 45 elaborates on the disclosures to be made by a guarantor about its obligations under certain guarantees issued. It also clarifies that a guarantor is required to recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. The initial recognition and measurement provisions of this Interpretation apply to guarantees issued or modified after December 31, 2002. Implementation of this Interpretation did not have a material impact on the Company's financial statements.

In 2003, the FASB issued FIN No. 46, "Consolidation of Variable Interest Entities." FIN No. 46 addresses consolidation of entities that are not controllable through voting interest or in which the equity investors do not bear the residual economic risks and rewards. These entities have commonly been referred to as special purpose entities. The Interpretation provides guidance related to identifying variable interest entities and determining whether such entities should be consolidated. It also provides guidance related to the interest in newly consolidated variable interest entities and requires disclosures for both the primary beneficiary of a variable interest entity and other beneficiaries of the entity. Implementation of this Interpretation did not have a material impact on the Company's financial statements, as the Company does not have any variable interest entities.

**Income taxes**

Taxable income or loss of the Company is included in the consolidated Federal income tax return of CEI through June 13, 2005 and Harrah's thereafter. The Company provides for income taxes by applying the respective state and federal statutory rates to pre-tax financial statement income. The corresponding liability is credited to its corporate parent via other liabilities. Deferred income taxes and liabilities for temporary differences between the carrying amounts for financial reporting and

**BALLY'S PARK PLACE, INC. (Bally's Atlantic City)**  
**NOTES TO FINANCIAL STATEMENTS**  
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income tax purposes, if any, are accounted for by Harrah's in accordance with the tax sharing agreement between Harrah's and the Company.

**New Jersey tax legislation**

The New Jersey State Legislature passed a bill to increase taxes on the New Jersey casino industry, beginning in the State's fiscal year 2004 (starting July 1, 2003). Included in this legislation is a tax on net profits, taxes on certain complimentaries, and increases in parking, rooms and other fees. Profits tax expense is reflected in the provision for income taxes. Other taxes are reflected in selling, general and administrative expenses.

**Casino Reinvestment Development Authority**

The New Jersey Casino Control Act provides, among other things, for an assessment of licensees equal to 1.25% of their gross gaming revenues in lieu of an investment alternative tax equal to 2.5% of gross gaming revenues. The Company has satisfied this investment obligation by (i) investing in qualified eligible direct investments, (ii) making qualified contributions or (iii) depositing funds with the Casino Reinvestment Development Authority (the "CRDA"). Funds deposited with the CRDA may be used to purchase bonds designated by the CRDA or, under certain circumstances, may be donated to the CRDA in exchange for credits against future CRDA investment obligations. CRDA bonds have varying terms of up to fifty years and bear interest at below market rates. The Company records a charge to reflect the estimated realizable value of its CRDA investments.

An affiliate of the Company, Boardwalk Regency Corporation ("Caesars Atlantic City") has entered into an agreement with developers for the renovation of the Ocean One Shopping Mall, located on the boardwalk in Atlantic City and has started the construction of a new parking garage. On July 1, 2005 the new parking garage has been opened. The Company and Caesars Atlantic City entered into a credit agreement (the "Credit Agreement") with the CRDA to partially finance the construction of these projects. The Credit Agreement provides for funding from the CRDA for qualified development costs incurred. The CRDA funding will come from amounts either currently on deposit or to be deposited with the CRDA pursuant to the Company and its affiliates' investment obligations. As of September 30, 2005, the Company has received \$20,852 of previously deposited funds from the CRDA. Upon receipt of these funds, the Company recognized a reduction of \$6,881 in reserves, to reflect its current estimated realizable value of its remaining CRDA investments.

The twelve Atlantic City casino properties (the "AC Industry") and the CRDA have entered into an agreement with the New Jersey Sports & Exposition Authority (the "NJSEA") to provide funding to subsidize New Jersey's horseracing industry. In exchange for this funding, the NJSEA and the three active New Jersey racetracks will not conduct any casino gaming at the racetracks prior to January 1, 2009. As part of the agreement, the AC Industry will provide \$34 million over a four year period to the NJSEA and must deposit another \$62 million into the Casino Expansion Fund (managed by the CRDA). The \$62 million will be derived from funds either currently on deposit or to be deposited with the CRDA pursuant to each casino property's investment obligation. The Company's obligation is equal to its fair-share of AC Industry casino revenues. The Company estimates this commitment over the four year period to be a total of \$4,800,000, the first payment of which was made November 2004. The total estimated commitment will be charged to operations on a straight line basis through January 1, 2009. Once the Company meets its deposit obligation related to its fair

**BALLY'S PARK PLACE, INC. (Bally's Atlantic City)**  
**NOTES TO FINANCIAL STATEMENTS**  
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share of the \$62 million, the Company is eligible to receive funds from the Casino Expansion Fund for qualified construction expenditures. The Company has until June 30, 2014 to submit an

application to exhaust its share of the Casino Expansion Fund. Any funds not transferred out of the Casino Expansion Fund by the required date will be transferred to funds on deposit with the CRDA pursuant to its ongoing investment obligations.

**NOTE 2 – RECEIVABLES AND PATRONS' CHECKS**

Receivables and patrons' checks as of September 30 consist of the following:

	<u>2005</u>	<u>2004</u>
Casino receivables (net of allowance for doubtful accounts – \$7,722 in 2005 and \$4,187 in 2004)	\$ 5,843	\$ 6,519
Other (net of allowance for doubtful accounts – \$263 in 2005 and \$145 in 2004)	6,284	4,668
Due from Harrah's / CEI	237,519	66,914
Due from Caesars Atlantic City	14,048	11,089
Due from affiliates	<u>1,529</u>	<u>2,862</u>
	<u>\$ 265,223</u>	<u>\$ 92,052</u>

GNOC ceased operations of Atlantic City Hilton on April 25, 2005. The receivable from GNOC was eliminated through Harrah's Entertainment inter-company transactions utilizing the proceeds of the sale. \$3,867 of casino receivables and allowance for doubtful accounts were assigned to the Company by GNOC, Corp.

**NOTE 3 - INVESTMENTS, ADVANCES AND RECEIVABLES**

Investments, advances and receivables as of September 30, consist of the following:

	<u>2005</u>	<u>2004</u>
Investment in wholly owned subsidiaries (see Note 1):		
Atlantic City Country Club, Inc.	\$ 13,206	\$ 14,095
Bally's Land Ventures Realty, Inc.	-	14,342
GNOC, Corp.	<u>          </u>	<u>76,643</u>
Total investment in subsidiaries	13,206	105,080
Casino Reinvestment Development Authority		
Investment obligations (less valuation reserves of \$14,629 in 2005 and \$13,005 in 2004)	27,917	27,365
Jacobs Family Terrace mortgage receivable (less reserve of \$250 in 2005 and 2004)	940	1,092
Long-term deposits	<u>261</u>	<u>4,125</u>
	<u>\$ 42,324</u>	<u>\$ 137,662</u>

**BALLY'S PARK PLACE, INC. (Bally's Atlantic City)**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

All the assets of Bally's Land Ventures Realty, Inc., \$14,342 were sold to Colony in April 2005. The investment in GNOC Inc., \$84,275 was eliminated from the company's books through inter-company transactions with Harrah's Entertainment, utilizing proceeds of the sale as GNOC ceased to operate the Atlantic City Hilton (see Note 1).

**NOTE 4 - PROPERTY AND EQUIPMENT**

Property and equipment as of September 30 consist of the following:

	<u>2005</u>	<u>2004</u>
Land	\$ 70,994	\$ 112,969
Buildings and improvements	867,243	859,319
Furniture, fixtures and equipment	298,146	298,212
Construction in progress	<u>8,138</u>	<u>5,927</u>
	1,244,521	1,276,427
Less accumulated depreciation and amortization	<u>(650,840)</u>	<u>(626,080)</u>
	<u>\$ 593,681</u>	<u>\$ 650,347</u>

\$42,392 of land and improvements were sold to Colony in April 2005 (see Note 1).

**NOTE 5 - OTHER ASSETS**

Other assets as of September 30 consist of the following:

	<u>2005</u>	<u>2004</u>
Cost in excess of acquired assets, less accumulated amortization of \$260.	\$ 17,581	\$ 17,581
Other	<u>3</u>	<u>218</u>
	<u>\$ 17,584</u>	<u>\$ 17,799</u>

**NOTE 6 - OTHER ACCRUED EXPENSES**

Other accrued expenses as of September 30 consist of the following:

	<u>2005</u>	<u>2004</u>
Accrued payroll and benefits	\$ 17,474	\$ 22,997
Insurance claims	-	4,996
Other	<u>13,369</u>	<u>12,444</u>
	<u>\$ 30,843</u>	<u>\$ 40,437</u>

**BALLY'S PARK PLACE, INC. (Bally's Atlantic City)**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

Liabilities of \$4,214 for insurance claims and \$4,281 for workers' compensation have been recorded by Harrah's as a result in a change in accounting policy. The Company receives a monthly allocation from Harrah's, based on estimates of utilization of such expenses. The change in accounting policy has no impact on the Company's net income.

**NOTE 7 - OTHER CURRENT LIABILITIES**

Other current liabilities as of September 30 consist of the following:

	<u>2005</u>	<u>2004</u>
Chip and token liability	\$ 2,891	\$ 2,627
Connection Card liability	3,789	3,303
Due to affiliates	3,831	2,561
Other	<u>4,659</u>	<u>2,794</u>
	<u>\$ 15,170</u>	<u>\$ 11,285</u>

**NOTE 8 - LONG-TERM DEBT-DUE TO AFFILIATES AND OTHER**

Long-term debt-due to affiliates and other as of September 30 consist of the following:

	<u>2005</u>	<u>2004</u>
Long-term debt due to affiliates:		
8.5% Note payable to Caesars Entertainment Finance Corporation ("CEFC") due January 1, 2009	\$500,000	\$ 500,000
8.5% Note payable to CEFC due May 31, 2011	33,500	33,500
8.5% Note payable to CEFC due May 31, 2011	50,000	50,000
8.5% Note payable to CEFC due April 30, 2013	<u>500</u>	<u>500</u>
	<u>\$584,000</u>	<u>\$ 584,000</u>
Long-term debt-other:		
Other secured and unsecured debt	<u>\$ 1,161</u>	<u>\$ 1,348</u>

In January 1999, the Company executed a \$500,000 note payable to CEI with interest at a rate of 8.5% per annum, payable on the last business day of each quarter. On July 1, 2000, CEI assigned the \$500,000 note to Park Place Finance Corporation. On March 9, 2004, Park Place Finance Corporation changed its name to Caesars Entertainment Finance Corporation. On June 1, 2001 the Company executed two notes payable in the amounts of \$33,500 and a \$50,000 to CEFC each with interest at a rate of 8.5% per annum, payable on the last business day of each quarter. In April 2004, the Company executed a \$500 note payable to CEFC with interest at a rate of 8.5% per annum, payable on the last business day of each month.

**BALLY'S PARK PLACE, INC. (Bally's Atlantic City)**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

**NOTE 9 - OTHER LIABILITIES**

Other liabilities as of June 30 consist of the following:

	<u>2005</u>	<u>2004</u>
Retirement and other employee benefit plans	\$ 1,482	\$ 1,169
Other	<u>469</u>	<u>424</u>
	<u>\$ 1,951</u>	<u>\$ 1,593</u>

**NOTE 10 - CHARGES FROM AFFILIATES-MANAGEMENT FEE**

The Company and Harrah's have entered into an administrative services and management agreement. Under the agreement, Harrah's provides certain services to the Company in the conduct of its business including, but not limited to operations, marketing, banking, accounting, insurance, tax, regulatory and public company reporting, human resource and benefit administration and other administrative functions. In consideration for these services, the Company pays Harrah's a monthly management fee equal to three percent of revenues, as defined.

**NOTE 11 - NONOPERATING INCOME (EXPENSE) - NET**

Nonoperating income (expense) for the three months ended September 30 consists of the following:

	<u>2005</u>	<u>2004</u>
Interest income	\$ 279	\$ 188
Gain (loss) on sale of assets	107	344
Equity in income of unconsolidated subsidiaries	(215)	4,780
Other	<u>3</u>	<u>226</u>
	<u>\$ 174</u>	<u>\$ 5,538</u>

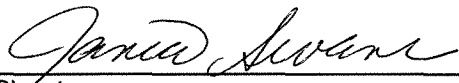
Nonoperating income (expense) for the nine months ended September 30 consists of the following:

	<u>2005</u>	<u>2004</u>
Interest income	\$ 753	\$ 601
Gain (loss) on sale of assets	371	693
Equity in income of unconsolidated subsidiaries	10,417	5,736
Other	<u>306</u>	<u>677</u>
	<u>\$ 11,847</u>	<u>\$ 7,707</u>



# STATEMENT OF CONFORMITY, ACCURACY AND COMPLIANCE

1. I have examined this Quarterly Report.
2. All the information contained in this Quarterly Report has been prepared in conformity with the Casino Control Commission's Quarterly Report Instructions and Uniform Chart of Accounts.
3. To the best of my knowledge and belief, the information contained in this report is accurate.
4. To the best of my knowledge and belief, except for the deficiencies noted below, the licensee submitting this Quarterly Report has remained in compliance with the financial stability regulations contained in N.J.A.C. 19:43-4.2(b)1-5 during the quarter.

  
Signature

Controller  
Title

#7091-11  
License Number

On Behalf Of:  
Bally's Park Place, Inc. NJ  
Casino Licensee